

**SUPPLEMENT OF D.K. ACQUISITION  
PARTNERS, L.P., FERNWOOD ASSOCIATES,  
L.P. AND DEUTSCHE BANK TRUST COMPANY  
AMERICAS TO THE JOINT APPENDIX**

**DECLARATION OF JOANNE B. WILLS**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

|                                    |   |                                   |
|------------------------------------|---|-----------------------------------|
| In re: OWEN S CORNING, et al.      | ) | Chapter 11                        |
| Debtors.                           | ) |                                   |
|                                    | ) |                                   |
|                                    | ) | Case Nos. 003837 through 003854   |
| In re: W.R. GRACE & CO., et al.    | ) | Chapter 11                        |
| Debtors.                           | ) |                                   |
|                                    | ) |                                   |
|                                    | ) | Case Nos. 01-1139 through 01-1200 |
| In re: USG CORPORATION, a Delaware | ) | Chapter 11                        |
| Corporation, et al.                | ) |                                   |
|                                    | ) |                                   |
| Debtors.                           | ) |                                   |
|                                    | ) | Case Nos. 002094 through 00-2104  |

**DECLARATION OF JOANNE B. WILLS IN SUPPORT OF  
MEMORANDUM OF LAW IN FURTHER SUPPORT OF MOTION  
OF D.K. ACQUISITION PARTNERS, L.P., FERNWOOD ASSOCIATES, L.P.  
AND DEUTSCHE BANK TRUST COMPANY AMERICAS TO DISQUALIFY THE  
HONORABLE ALFRED M. WOLIN, UNITED STATES DISTRICT JUDGE, FROM  
FURTHER PARTICIPATION IN THESE JOINTLY ADMINISTERED CASES**

I, Joanne Wills, being duly sworn, declare as follows:

1. I am a partner at the law firm of Kehler, Harrison, Harvey, Branzburg & Ellers LLP, counsel to D.K. Acquisition Partners, L.P., Fernwood Associates, L.P. and Deutsche Bank Trust Company Americas (collectively, the "Movants"), creditors in the above-captioned case.
2. At no time during the pendency of the W.R. Grace & Co., et al. bankruptcy proceedings have any of the Movants been a member of the Official Committee of Unsecured Creditors of W.R. Grace & Co. et al.

3. If I were called upon to testify, I could and would testify to each of the facts set forth herein based upon my review of the relevant documents and court dockets.

4. Attached hereto, at the indicated tab letters, are true and correct copies of certain documents filed in the above-captioned case, currently pending before the Court, which have been downloaded from the Court's PACER system, the PACER system of the Bankruptcy Court for the District of New Jersey (Camden Division) and/or the official website for the Third Circuit Court of Appeals.

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| A | Designation of a District Court Judge for Service in Another District Within the Circuit dated November 27, 2001                             |
| B | Letter Opinion dated October 23, 2003  |
| C | Case Management Order and Order to Show Cause Concerning Motion to Recuse Alfred M. Wolin, U.S.D.J. dated October 28, 2003                   |
| D | Order of the Third Circuit Court of Appeals dated October 30, 2003   |
| F | Response of the District Court Judge to the Petition for a Writ of Mandamus, Pursuant to the Invitation of the Court of Appeals              |
| F | Order of the Third Circuit Court of Appeals dated November 3, 2003   |
| G | Affidavit of C. Judson Hamlin dated November 14, 2003  |
| H | Affidavit of David R. Gross dated November 14, 2003  |
| I | Affidavit of William A. Dreier dated November 14, 2003   |
| J | Affidavit of Francis E. McGovern dated November 14, 2003   |
| K | Affidavit of John E. Keefe, Sr. dated November 14, 2003  |
| L | Supplemental Response of the District Court Judge to the Petition for a Writ of Mandamus, Pursuant to the Invitation of the Court of Appeals |
| M | Sur-Reply of the District Court Judge to the Petition for a Writ of Mandamus, Pursuant to the Invitation of the Court of Appeals             |

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| N | Movants' Discovery Requests  |
| O | Transcript of December 23, 2003 pp. 1, 93 and 101  |
| P | Transcript of December 24, 2003 Hearing  |
| Q | Order of the District Court dated December 26, 2003  |
| R | Order Designating Court Appointed Consultants and Special Masters dated December 28, 2001  |
| S | Transcript of January 6, 2004 of C Judson Hamlin (select pages)  |
| T | Transcript of January 5, 2004 of David R. Gross (select pages)   |
| U | Transcript of January 6, 2004 of John E. Keefe, Sr. (select pages)   |
| V | Transcript of January 6, 2004 of Francis E. McGovern (select pages)  |
| W | Transcript of January 5, 2004 of William A. Dreier (select pages)  |
| X | Order Appointing Legal Representative of Present and Future Holders of Asbestos-Related Demands in G-I's Chapter 11 Case dated October 10, 2001  |
| Y | Order 1) Partially Withdrawing The Reference And 2) Governing Applications For The Allowance Of Fees And Expenses To Court Appointed Advisors dated March 19, 2002   |
| Z | <p>Timesheet Submitted by David R. Gross, excerpted from First Application Of Budd, Larner, Gross, Rosenbaum, Greenberg &amp; Sade, P.C. On Behalf Of David R. Gross As Court Appointed Advisor For Compensation Of Services Rendered And Reimbursement Of Expenses For The Period From December 27, 2001 Through February 28, 2002 (Submitted in the Five Asbestos Cases)</p> <p>Timesheet Submitted by David R. Gross, excerpted from First Application Of D.R. Gross &amp; Associates For Services Rendered And Reimbursement Of Expenses On Behalf Of David R. Gross As A Court Appointed Advisor For The Period From September 1, 2002 Through November 7, 2002 (Submitted in the Five Asbestos Cases)</p> <p>Timesheet Submitted by David R. Gross, excerpted from Second Application Of Budd, Larner, Rosenbaum, Greenberg &amp; Sade, P.C. On Behalf Of The Court Appointed Advisor David R. Gross For An Interim Allowance Of Fees For Actual And Necessary Services Rendered And For Reimbursement Of Expenses Incurred For The Period From March 1, .</p> |

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|    | 2002 Through August 31, 2002 (Submitted in the Five Asbestos Cases)<br><br>Timesheet Submitted by David R. Gross, excerpted from First Application Of Saiber Schlesinger Satz & Goldstein, LLC For Compensation For Services Rendered And Reimbursement Of Expenses On Behalf Of David R. Gross As A Court Appointed Advisor For The Period From November 11,2002 Through March 31, 2003 (Submitted in the Five Asbestos Cases)  |
| AA | Memorandum of Whitney Chelnick dated January 23, 2002  |
| BB | Meeting Notes  |
| CC | Timesheet Submitted by C. Judson Hamlin, excerpted from First Application Of C. Judson Hamlin As Court Appointed Advisor For Compensation Of Services Rendered And Reimbursement Of Expenses For The Period From January 7, 2002 Through February 28, 2002 (Submitted in the Five Asbestos Cases)<br><br>Timesheet Submitted by C. Judson Hamlin, excerpted from Second Fee Application Of Purcell, Ries, Shannon, Mulcahy & O'Neill On Behalf Of C. Judson Hamlin For Compensation For Services Rendered And Reimbursement Of Expenses As A Court Appointed Advisor For The Period From March 1, 2002 Through October 24, 2002 (Submitted in the Five Asbestos Cases)<br><br>Timesheet Submitted by C. Judson Hamlin, excerpted from Third Application Of Purcell, Ries, Shannon, Mulcahy & O'Neill On Behalf Of Judson Hamlin For Compensation For Services Rendered And Reimbursement Of Expenses As A Court Appointed Advisor For The Period From March 10, 2003 Through April 10, 2003 (Submitted in the Five Asbestos Cases) |
| DD | Timesheets for Francis E. McGovern   |
| EE | Timesheets for John E. Keefe, Sr.  |
| FF | Timesheets submitted by David R. Gross, excerpted from First, Fifth, And Sixth Applications Of Budd Larner Gross Rosenbaum Greenberg & Sade, P.C., Local Counsel To The Legal Representative Of Present And Future Holders Of Asbestos-Related Demands For Allowance Of Interim Compensation For Services Rendered And Reimbursement Of Expenses For The Period Of December 18, 2001 Through June 30,2002; And Fifth And Seventh Applications Of Saiber Schlesinger Satz & Goldstein, Llc, As Local Counsel To The Legal Representative Of Present And Future Holders Of Asbestos-Related Demands For Allowance Of Interim Compensation For Services Rendered And Reimbursement Of Expenses For The Period Of March 1, 2003 Through June 30, 2003 (Submitted in  |

|    |  |
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|    | the G-I Holdings case)<br><br>Timesheets Submitted by C. Judson Hamlin, excerpted from Third, Sixth, Seventh, Eighth, Tenth, Fourteenth, Fifteenth, Seventeenth, Eighteenth, Nineteenth, And Twentieth Applications Of C. Judson Hamlin As Legal Representative Of Present And Future Holders Of Asbestos-Related Demands For The Allowance Of Interim Compensation For Services Rendered And Reimbursement Of Expenses, For The Period Of March 1, 2002 Through August 31, 2003 (Submitted in the G-I Holdings case)  |
| GG | Transcript of November 17, 2003 Hearing pp. 30-13<br><br>Objection of the United States Trustee to Application of the Debtors for the Appointment of C. Judson Hamlin as Legal Representative for Future Claimants<br><br>London Market Insurers' Objection to Debtors' Application for the Appointment of C. Judson Hamlin as Legal Representative for Future Claimants<br><br>Objection of the Unofficial Committee of Unsecured Creditors to the Application Of Debtors Pursuant To 11 U.S.C. §§ 105, 327 And 524(G)(4)(B), For The Appointment Of C. Judson Hamlin As Legal Representative For Future Claimants<br><br>Objection of the Official Committee of Unsecured Creditors to the Application Of Debtors Pursuant To 11 U.S.C. §§ 105, 327 And 524(G)(4)(B), For The Appointment Of C. Judson Hamlin As Legal Representative For Future Claimants |
| HH | Timesheets for William A. Drieier  |
| II | Affidavit of Tony Yoseloff, sworn to January 15, 2004  |
| JJ | Movants' Affidavits  |
| KK | Application Of Debtors Pursuant To 11 U.S.C. §§ 105, 327 And 524(G)(4)(B), For The Appointment Of C. Judson Hamlin As Legal Representative For Future Claimants  |

This 15th day of January, 2004

*/s/ Joanne B. Wills*  
Joanne B. Wills (Del. Bar No. 2357)

**Penalty for filing false statement: Fine up to \$500,000.00 or imprisonment up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.**

**DECLARATION OF JENNIFER L. SCOLIARD**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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| In re: OWEN S CORNING, et al.      | ) | Chapter 11                        |
| Debtors.                           | ) |                                   |
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| Debtors.                           | ) |                                   |
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| In re: USG CORPORATION, a Delaware | ) | Chapter 11                        |
| Corporation, et al.                | ) |                                   |
|                                    | ) |                                   |
| Debtors.                           | ) |                                   |
|                                    | ) |                                   |
|                                    | ) | Case Nos. 002094 through 00-2104  |

DECLARATION OF JENNIFER L. SCOLIARD REGARDING COURT'S NOTES

JENNIFER L. SCOLIARD, declares under penalty of perjury:

1. This Declaration is being filed in support of the D.K. Acquisitions Partners, L.P., Fernwood Associates, L.P. and Deutsche Bank Trust Company Americas (the "W.R. Grace Movants") Memorandum Of Law In Further Support Of Motion Of D.K. Acquisition Partners, L.P., Fernwood Associates, L.P. And Deutsche Bank Trust Company Americas To Disqualify The Honorable Alfred M. Wolin, United States District Judge, From Further Participation In These Jointly Administered Cases.

2. I am an attorney with Klehr Harrison Harvey Branzburg & Ellers, LLP ("Klehr Harrison"), which along with the law firm of Willkie Farr & Gallagher, LLP, represent the W.R. Grace Movants in the W.R. Grace & Co. et al. bankruptcy proceedings. I hereby submit that I have personal knowledge of the matters discussed herein.

3. On December 29, 2003, Evans Wohlforth from Judge Wolin's chambers informed counsel for USG, who then disseminated the information to all parties in this matter, that Judge Wolin intended to make the Court's official minutes (hereinafter referred to as the Court's "Notes") available for inspection at 10:00 AM on December 30, 2003. All interested parties were instructed to meet outside of Judge Wolin's courtroom at that time before contacting Mr. Wohlforth for access to the minutes. *See* email from Jeff Gutkin attached hereto as Exhibit "A".

4. On December 30, 2003, Joanne Wills, a partner with Klehr Harrison and I traveled to the United States District Court for the District of New Jersey in Newark, New Jersey to review the Court's Notes. The Court's Notes included Judge Wolin's (i) calendars for December 2001, the year 2002 and January 2003 through November 2003, (ii) JS10A Visiting Judge Reports for the years 2002 and January 2003 through November 2003, and (iii) various proceeding memoranda with dates ranging from December 2001 through November 2003.

5. The parties who came to review the Court's Notes on December 30, 2003 were not permitted to make copies of the Court's Notes. Thus, Ms. Wills and I hand transcribed the Court's Notes.

6. Thereafter, Klehr Harrison did a comparison of its transcription of the Court's Notes with the time records submitted with the fee applications of David Gross, C. Judson Hamlin, John Keefe, William Dreier and Francis McGovern (the "Five Advisors:") submitted in the Five Bankruptcy Cases.<sup>1</sup> The comparison revealed that various *ex parte* meetings between

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<sup>1</sup> Unless otherwise defined, all capitalized terms shall have the same meaning ascribed to them in the Brief.

Judge Wolin and one or more of the Five Advisors were not listed in the Court's Notes. See Exhibit "B" attached hereto.

This 15 day of January, 2004

/s/ Jennifer L. Scoliard  
Jennifer L. Scoliard (#4147)

**Penalty for filing false statement: Fine up to \$500,000.00 or imprisonment up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.**